

RECORDATION NO. *21356-F*

FILED

SEP 22 '98

11-06 AM

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SEP 22 11 05 AM '98

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

*Copy*  
September 21, 1998

*Counterparts -*  
Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Chattel Paper Assignment Agreement, dated as of September 17, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Loan and Security Agreement previously filed with the Board under Recordation Number ~~24376~~ *21356*.

The names and addresses of the parties to the enclosed document are:

Assignor: Southern Illinois Railcar Company  
505 Buckeye Drive  
Troy, IL 62294

Assignee: Charter Financial, Inc.  
154 East 53<sup>rd</sup> Street  
New York, NY 10022

A description of the railroad equipment covered by the enclosed document is:

twenty (20) gondola railcars bearing SIRX reporting marks (formerly DEEX) and road numbers set forth on Schedule I to the Memorandum.

Mr. Vernon A. Williams  
September 21, 1998  
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures

MEMORANDUM OF CHATTEL PAPER ASSIGNMENT AGREEMENT SEP 22 '98 11:06 AM

THIS MEMORANDUM, dated as of September 17, 1998 is made by and between Charter Financial, Inc. a New York corporation with an office at 153 East 53<sup>rd</sup> Street, New York, New York 10022 ("Charter"), and Southern Illinois Railcar Company, an Illinois corporation, with its chief executive office and principal place of business at 505 Buckeye Drive, Troy, Illinois 62294 (the "Seller").


Seller and Charter hereby state the following:

1. Seller and Charter are parties to that certain Chattel Paper Assignment Agreement dated as of July 1, 1998 (the "Assignment Agreement"), whereby Seller assigned, transferred and conveyed to Charter, all of Seller's right, title and interest in, to and under the Lease Agreement dated February 26, 1998 between Southern Illinois Railcar Company and OmniSource, L.L.C. as successor-in-interest to Omnisource Corporation as lessee.
2. Said Lease Agreement extends to the railroad equipment, and only to the railroad equipment, that is identified in Schedule 1 attached hereto.
3. Reference is made to the Assignment Agreement for a further description of the rights of Charter under the Assignment Agreement.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.


WITNESS:

SOUTHERN ILLINOIS RAILCAR COMPANY

By:   
 Fred L. Parsons  
 President

WITNESS:

CHARTER FINANCIAL, INC.

By:   
 Name: Brian Twomey  
 Title: Vice President

**SCHEDULE 1**  
**LIST OF RAILROAD EQUIPMENT**

20 Flat-bottom gondola railcars, each having a capacity of 4000 cubic feet, bearing reporting marks as follows:

<u>Current Car Number</u>	<u>Original Car Number</u>
SIRX380274	DEEX009002
SIRX380275	DEEX009015
SIRX380277	DEEX009028
SIRX380278	DEEX009035
SIRX380282	DEEX009059
SIRX380283	DEEX009062
SIRX380284	DEEX009072
SIRX380291	DEEX009112
SIRX380292	DEEX009125
SIRX380294	DEEX009142
SIRX380300	DEEX009185
2IRX380301	DEEX009195
SIRX380302	DEEX009209
SIRX380304	DEEX009221
SIRX380311	DEEX009269
SIRX380314	DEEX009276
SIRX380315	DEEX009284
SIRX380316	DEEX009290
SIRX380317	DEEX009297
SIRX380318	DEEX009233

STATE OF ILLINOIS                     )  
  )  
COUNTY OF MADISON                )       SS:

On this 16<sup>th</sup> day of September 1998, before me, a Notary Public of the County and State aforesaid, personally appeared Fred L. Parsons, to me personally known, who being by me duly sworn, says that he is the President of Southern Illinois Railcar Company, an Illinois corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.



Janice A. Tweedy  
Notary Public

My commission expires: February 23, 2000

STATE OF NEW YORK                     )  
  )  
COUNTY OF NEW YORK                )       SS:

On this 17<sup>th</sup> day of September, 1998 before me, a Notary Public of the County and State aforesaid, personally appeared Brian Twomey, to me personally known, who being by me duly sworn, says that (s)he is the Vice President of Charter Financial, Inc., a New York corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

LOUISA L. BAKER  
Notary Public, State of New York  
No. 31-4956650  
Qualified in Westchester County  
Commission Expires September 5, 1999

L. Baker  
Notary Public

My commission expires: